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**ORIGINAL**

Mr. David Raber  
Director, Safety Division  
Arizona Corporation Commission  
2200 North Central Avenue  
Suite 300  
Phoenix, Arizona 85004

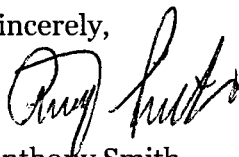
RR-03639A-07-0518

Dear Mr. Raber:

The purpose of this letter is to inform you that Pinal County (the "County"), the Cities of Maricopa, Casa Grande, and Eloy (the "Cities"), and Union Pacific Railroad Company have entered into an Agreement for the Construction and Funding of Grade Separations (the "Grade Separation Agreement"), which has now been signed by all parties. Pinal County initially sought help from the Corporation Commission in connection with Union Pacific's Double-Track Project. It is the understanding of the County and the Cities that the Commission thereafter asked Union Pacific to take into consideration the interests of the County and the Cities and to work with them to arrive at a mutually beneficial solution to certain concerns, including the possibility that the grade of the roadways at some of the affected crossings might need to be separated by an overpass or underpass from the grade of the railroad tracks. Following up on that suggestion, Union Pacific came to the County and the Cities and entered into the Grade Separation Agreement that was the eventual result of those discussions. The County and the Cities are satisfied that this Agreement serves their best interests regarding the selection and funding of grade separations. The County and the Cities are very grateful to the Commission for the role it played in bringing about that result.

The County and the Cities also want the Commission to know that each of them fully supports Union Pacific's project to construct a second mainline railroad track through Pinal County and the State of Arizona, known as "Union Pacific's Double-Track Project." As part of their support for Union Pacific's Project, the County and the Cities are asking the Arizona Corporation Commission to approve each application filed by Union Pacific for authority to install a second mainline railroad track at grade at all of the crossings listed on Exhibit A.


Sincerely,



Anthony Smith  
Mayor, City of Maricopa

Arizona Corporation Commission  
**DOCKETED**

JUL 22 2008

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AZ CORP COMMISSION  
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EXHIBIT A

STATE	SUBDIVISION	MILE POST	CITY	COUNTY	ROAD AUTHORITY	STREET NAME	DOT NO.	CROSSING CLASSIFICATION (PUB, PVT, PED)
AZ	GILA	891.34	MARICOPA	PINAL	Pinal Co.	RIO BRAVO RD	741341N	Public
AZ	GILA	893.38	MARICOPA	PINAL	Pinal Co.	RALSTON RD	741342V	Public
AZ	GILA	900.25	MARICOPA	PINAL	City Maricopa	PORTER RD	741345R	Public
AZ	GILA	901.50	MARICOPA	PINAL	City Maricopa	WHITE PARK RD	741346X	Public
AZ	GILA	903.91	MARICOPA	PINAL	City Maricopa	HARTMAN ROAD	741347E	Public
AZ	GILA	906.35	CASA GRANDE	PINAL	Pinal Co.	ANDERSON RD	741351U	Public
AZ	GILA	911.26	CASA GRANDE	PINAL	Casa Grande	MONTGOMERY ROAD	741353H	Public
AZ	GILA	915.01	CASA GRANDE	PINAL	Pinal Co.	ETHINGTON ROAD	741357K	Public
AZ	GILA	917.40	CASA GRANDE	PINAL	Casa Grande	THORNTON RD	741358S	Public
AZ	GILA	918.76	CASA GRANDE	PINAL	Casa Grande	SACATON ST	741362G	Public
AZ	GILA	918.86	CASA GRANDE	PINAL	Casa Grande	FLORENCE ST	741363N	Public
AZ	GILA	919.18	CASA GRANDE	PINAL	Casa Grande	HERMOSILLO ST	741364V	Public
AZ	GILA	919.90	CASA GRANDE	PINAL	Casa Grande	TREKELL RD	741367R	Public
AZ	GILA	920.70	CASA GRANDE	PINAL	Pinal Co.	KEELING ROAD	741368X	Public
AZ	GILA	921.17	CASA GRANDE	PINAL	Pinal Co.	PEART RD	741371F	Public
AZ	GILA	923.69	CASA GRANDE	PINAL	Casa Grande	COX ROAD	741372M	Public
AZ	GILA	924.92	CASA GRANDE	PINAL	Casa Grande	SUNLAND GIN RD	741374B	Public
AZ	GILA	928.64	ELOY	PINAL	Eloy	TOLTEC ROAD	741375H	Public
AZ	GILA	930.28	ELOY	PINAL	Eloy	HOUSER ROAD	741376P	Public
AZ	GILA	931.95	ELOY	PINAL	Eloy	BATTAGLIA RD	741377W	Public
AZ	GILA	932.40	ELOY	PINAL	Eloy	ELEVEN MILE RD	741707A	Public
AZ	GILA	933.31	ELOY	PINAL	Eloy	MAIN ST	741708G	Public
AZ	GILA	933.62	ELOY	PINAL	Eloy	SUNSHINE BLVD	741709N	Public
AZ	GILA	934.88	PICACHO	PINAL	Eloy	LA PALMA RD	741710H	Public
AZ	GILA	938.52	PICACHO	PINAL	Pinal Co.	PICACHO SCHOOL RD	741712W	Public
AZ	GILA	950.22	RED ROCK	PINAL	Pinal Co.	PARK LINK DRIVE	741714K	Public
AZ	GILA	956.26	RED ROCK	PINAL	Pinal Co.	MISSILE BASE ROAD	741716Y	Public